

Appendix A: Temple Har Zion By-Law (updated 2021)

Article 1 - Purpose and Interpretation

- 1.1 Purpose
- 1.2 Interpretation of Judaism
- 1.3 Definitions

Article 2 - Membership in the Congregation

- 2.1 Admission of Members
- 2.2 Special Classes of Membership
- 2.3 Withdrawal
- 2.4 Termination of Membership
- 2.5 Privileges and Obligations of Membership
- 2.6 Continuation of Membership of Non-Jewish Members

Article 3 - Membership Dues

- 3.1 Scale of Membership Dues and Fees
- 3.2 Assessment of Dues
- 3.3 Special Assessment
- 3.4 Emergency Assessment
- 3.5 Suspension for Non-Payment

Article 4 - Meetings of Members

- 4.1 Annual Meeting
- 4.2 General Meeting
- 4.3 Special Meeting
- 4.4 Requisition of Meeting
- 4.5 Holding of Meeting by Requisitionists
- 4.6 Notice of Meeting
- 4.7 Place of Meeting
- 4.8 Proxy
- 4.9 Quorum
- 4.10 Voting
- 4.11 Demand for Secret Poll
- 4.12 Voting by Chair
- 4.13 Variation of Board Decision
- 4.14 Voting by Non-Jewish Members

Article 5 - Board

- 5.1 Membership of Board
- 5.2 Qualification of Directors and Officers
- 5.3 Powers of Board
- 5.4 Directors as Leaders of the Congregation
- 5.5 Election of Members at Large
- 5.6 Filling Vacancy
- 5.7 Removal of Directors and Officers
- 5.8 Replacement of Director Representing Constituent Organization
- 5.9 Indemnity

Article 6 - Meetings of Board

- 6.1 Meetings of Directors
- 6.2 Quorum
- 6.3 Open Meetings
- 6.4 Voting
- 6.5 Voting by Chair
- 6.6 Signed Resolution

Article 7 - Executive Committee and Officers

- 7.1 Officers
- 7.2 (7.2) Duties of Officers & (7.3) Term of Office

- 7.4 Vacancy
- 7.5 Consecutive Terms
- 7.6 Responsibilities of President
- 7.7 Absence of President
- 7.8 Executive Committee
- 7.9 Treasurer

Article 8 - Election of Directors and Officers

- 8.1 Appointment of Nominating Committee
- 8.2 Eligibility
- 8.3 Slate of Nominees
- 8.4 Additional Nominations
- 8.5 Voting
- 8.6 Ballots
- 8.7 Election of Position
- 8.8 Election of Executive Vice-President
- 8.9 Election of President
- 8.10 Scrutineers

Article 9 - Pulpit

- 9.1 Guidelines
- 9.2 Nomination by Selection Committee
- 9.3 Selection Committee
- 9.4 Approval by Board
- 9.5 Senior Rabbi
- 9.6 Attendance of Senior Rabbi at Meetings
- 9.7 Pulpit and Committees

Article 10 - Committees

- 10.1 Appointment of Committees
- 10.2 Procedures and Responsibilities
- 10.3 Composition of Committees and Task Forces

Article 10A - Legacy Funds

- 10A.1 Legacy Funds
- 10A.2 Fund Purpose
- 10A.3 Legacy Funds Committee
- 10A.4 Appointment of Governors
- 10A.5 Contributions to Legacy Funds
- 10A.6 Administration of the Funds
- 10A.7 Distribution of the Legacy Fund

Article 11 - Financial Matters

- 11.1 Budget
- 11.2 Banking Arrangements
- 11.3 Borrowing Power
- 11.4 Approval of Major Transactions
- 11.5 Fiscal Year

Article 12 - Constituent Organizations

- 12.1 Board Authority
- 12.2 Termination of Recognition

Article 13 - Rules of Order

- 13.1 Robert's Rules of Order

Article 14 - Amendments

Article 15 - General Provisions

- 15.1 Corporate Seal
- 15.2 Notice

Date of Enactment and Dates of Amendments

Article 1 — Purpose and Interpretation

- 1.1 **Purpose** — The purpose of the Congregation is to provide for its members a community setting to carry on the activities of a Reform Jewish congregation.
- 1.2 **Interpretation of Judaism** — The Congregation is dedicated to a liberal interpretation of Judaism. It shall be guided in such interpretation by the philosophy of the Central Conference of American Rabbis, the Union of Reform Judaism, and the World Union for Progressive Judaism (or the respective successors of those organizations). The Executive Committee and the Board shall each consult with the Rabbi concerning matters of interpretation of Judaism, including questions of personal status and the appropriate ceremony for an occasion.
- 1.3 **Definitions** — In this By-Law and all other by-laws of the Congregation, the following terms shall have the following meanings unless the context otherwise requires:
- (a) **“Act”** means the *Corporations Act* (Ontario) as amended or reenacted from time to time.
 - (b) **“Board”** means the Board of Directors;
 - (c) **“By-Laws”** means any by-law of the Congregation that are in force and effective;
 - (d) **“Congregation”** means the Corporation;
 - (e) **“Constituent Organization”** means any organization established within the membership of the Congregation for the purpose of serving a discernible segment of the membership for specific purposes (excluding Havarute) which has been recognized by the Board including, without limitation, the following organizations have been recognized:
 - Temple Har Zion Sisterhood
 - Temple Har Zion Brotherhood
 - MHarZY (Members of Har Zion Youth Group)
 - (f) **“Member in good standing”** means a person who has been admitted to membership in the Congregation pursuant to paragraph 2.1 unless such membership has been suspended or terminated pursuant to the By-Laws;
 - (g) **“Rabbi”** means the Rabbi of the Congregation; **“Senior Rabbi”** means the Rabbi who is so designated by the Board;

Article 2 — Membership in the Congregation

- 2.1 **Admission of Members** — The Board may admit any person of the Jewish faith, who is at least 18 years of age, and a non-Jewish spouse of a Jewish member (the "Non-Jewish member"), to membership in the Congregation. The unmarried dependent child of a member in good standing, who is 18 to 28 years of age and who resides with the member or is resident elsewhere while attending an educational institution, shall be deemed to be a member. The unmarried dependent child of a member in good standing, who is less than 18 years of age and who resides with the member or is resident elsewhere while attending an educational institution, shall be deemed to be a non-voting member. Further, any

person while enrolled in the Jewish Information Class, or similar program approved by the Rabbi, and in the process of conversion to Judaism may be a Non-Jewish member.

- 2.2 **Special Classes of Membership** — The Board may establish special membership classifications (including Honorary, Honorary Life and Associate) with such provisions and dues requirements as the Board determines. The Board may admit a person to membership in the Congregation in one of such classifications.
- 2.3 **Withdrawal** — A member may withdraw from the Congregation by submitting a written resignation to the Board. Such member shall not thereby be relieved of any outstanding obligations to the Congregation for fees or dues unless the Executive Committee otherwise determines.
- 2.4 **Termination of Membership** — The Board may by a resolution approved by 2/3 of the votes cast terminate the membership of any member. The member shall be given at least 30 days' notice of the meeting at which such resolution is to be considered and shall be given the opportunity to make representations at such meeting.
- 2.5 **Privileges and Obligations of** — The Congregation shall provide for its members religious services and observances in accordance with the practices of Reform Judaism, religious education for their children, observance of Jewish life cycle events, programs for youth and programs to advance adult Jewish education, in accordance with policies approved by the Board.
- 2.6 **Continuation of Membership of Non-Jewish Members** — The membership of a Non-Jewish member may continue after the spousal relationship is terminated by death, divorce or separation and that person will be subject to all other applicable obligations and privileges of membership.

Article 3 — Membership Dues

- 3.1 **Scale of Membership Dues and Fees**— The Board shall establish a scale of membership dues and fees payable for services provided by the Congregation.
- 3.2 **Assessment of Dues** — The Board shall establish a method of assessing the membership dues and fees payable by a member and the payment arrangements therefore.
- 3.3 **Special Assessment** — The Board may impose a special assessment on the members of the Congregation, and specify a method of reducing the amount of the special assessment payable by a member in special financial circumstances. The special assessment shall only be effective upon being approved by a majority of the votes cast at a special meeting of the members called to consider the matter. A member may, by giving written notice to the Congregation no later than 30 days following the special assessment becoming effective, resign from membership; such member shall not be required to pay the special assessment or any dues or fees arising after the resignation.
- 3.4 **Emergency Assessment** — The Board may impose an emergency assessment on the members of the Congregation in accordance with the following provisions:

- (a) The emergency assessment shall only be imposed and used for the repair or replacement of a part of the structure or an existing mechanical system of the Congregation building (but not for the renovation thereof or an addition thereto), that the Board expressly determines by resolution: (i) must, in the best interests of the Congregation, be repaired or replaced immediately, on an emergency basis; and (ii) has not made adequately provided for in the capital and operating budget most recently approved, pursuant to paragraph 11.1;
- (b) The aggregate amount of all emergency assessments in a particular fiscal year of the Congregation shall not exceed 15% of the revenue of the Congregation during its most recent completed fiscal year;
- (c) The emergency assessment shall be allocated among the members of the Congregation in proportion to the membership dues assessed on each member of the Congregation during the fiscal year of the Congregation during which the emergency assessment is imposed, or in such other manner that the Board expressly determines by resolution is equitable and appropriate.”

3.5 ***Suspension for Non-Payment*** — If a member defaults in payment of any amount assessed pursuant to the By-Laws or defaults in making any other payment due to the Congregation, the Executive Committee may, after giving the member a reasonable opportunity to rectify the default, suspend such member from membership. At least 10 days prior to taking such action, the Executive Committee shall give written notice thereof to the member. The Executive Committee shall consider any written or oral submissions made by the member. The member may appeal the suspension to the Board which may reinstate the member and prescribe terms of such reinstatement. The member shall be given at least 30 days notice of the meeting at which the matter is to be considered by the Board and shall be given the opportunity to make representations at such meeting. The suspension shall not be effective during the notice period or while the member is appealing the suspension to the Board. A member who has been suspended from membership and who subsequently remedies the default which gave rise to such suspension shall be reinstated as a member.

Article 4 — Meetings of Members

4.1 ***Annual Meeting*** — The annual meeting of the members shall be held no later than 6 months following the completion of the Congregation’s fiscal year, at a time designated by the President or the Executive Committee, for the purposes of:

- (a) Receiving the financial statements for such fiscal year and the auditor’s report thereon; and
- (b) Appointing the auditor of the Congregation and authorizing the Executive Committee to fix the auditor’s remuneration.

No other business shall be transacted at an annual meeting of members unless such meeting is also called as a special meeting of members.

- 4.2 **General Meeting** — A general meeting of the members shall be held during the months of May or June each year at a time designated by the President or the Executive Committee for the purposes of:
- (a) Election of directors and officers;
 - (b) Presentation of the budget for the following fiscal year, as approved by the Board; and
 - (c) Presentation of such reports as may be determined by the Executive Committee.

No other business shall be transacted at a general meeting of members unless such meeting is also called as a special meeting of members.

- 4.3 **Special** — A special meeting of members may be convened at any time determined by the President, the Executive Committee or the Board for any purpose.

- 4.4 **Requisition of Meeting** — The President shall convene a special meeting of members upon the written requisition of:

- (a) At least 7 Directors, or
- (b) At least 3 officers, or
- (c) At least 40 voting members in good standing.

The requisition shall state the nature of the business to be presented to the meeting and shall be signed by the requisitionists.

- 4.5 **Holding of Meeting by Requisitionists** — If the requisitioned meeting referred to in paragraph 4.4 is not called within 21 days from the date of deposit of the requisition, then any of the requisitionists may call and hold such meeting; notice of the meeting shall be sent to the members by the Corporation. The meeting shall be called and held according to the provisions of the By-Laws, except that the requisitionists may designate from among themselves a chairman and secretary of the meeting. The Board is required to determine whether a specific resolution before the Congregation has at its core an issue of a religious nature. The Executive Committee shall upon request of the requisitionists provide a list of members for purposes relating to the meeting.

- 4.6 **Notice of Meeting** — Notice of a meeting of members shall be given to members, in accordance with paragraph 15.2, at least 10 days and not more than 50 days prior to the date of the meeting, except that in the case of the annual and general meetings referred to in paragraphs 4.1 and 4.2, respectively, such notice shall be given at least 21 days prior to the date of the meeting. The notice shall state the general nature of the business to be transacted at the meeting and shall include:

- (a) In the case of the annual meeting referred to in paragraph 4.1, the financial statements and the auditors report thereon;
- (b) In the case of the general meeting referred to in paragraph 4.2, the slate of nominees proposed by the Nominating Committee, information concerning

the nomination procedure in paragraph 8.4 and the budget to be presented to the meeting.

- 4.7 **Place of Meeting** — Meetings of members shall be held at the Congregation's premises at 7360 Bayview Avenue, Thornhill, Ontario, or such other place determined by the Executive Committee.
- 4.8 **Proxy** — A voting member in good standing may by proxy appoint a person to attend and vote at a meeting of members on behalf of the member, subject to the following provisions:
- (a) A person may act as a proxy holder in respect of a maximum of 5 members at a particular meeting;
 - (b) The Board may fix a time (not exceeding 48 hours excluding Saturdays, Sundays, statutory holidays and any day when the offices of the Congregation are closed for business) preceding any meeting of members, before which proxies to be used at the meeting must be deposited at the offices of the Congregation; such time shall be specified in the notice of the meeting.
 - (c) A proxy may be in the following form:

Proxy

The undersigned member of Temple Har Zion appoints *{insert name of proxy-holder}*, or failing him/her *{insert name of alternate, if desired, or delete}* as the proxy of the undersigned to attend and act at the meeting of members to be held on *{insert date}* and at any adjournments(s) thereof with the same power as if the undersigned were present thereat.

Date

Signature of Member

Print Name of Member

- 4.9 **Quorum** — The quorum for a meeting of members is 40 voting members in good standing present personally. If such quorum is not present within 1/2 hour following the time for which the meeting is called, the meeting shall be adjourned for 1 week to the same place and at the same time of day, or such other day and time determined by those present at the meeting. If the day of the adjourned meeting is a day when the offices of the Congregation are not open for business the adjourned meeting shall be held on the next day when such offices are open for business. At the adjourned meeting those present shall constitute a quorum for the transaction of all business for which the meeting was called.
- 4.10 **Voting** — Every question submitted to a meeting of members shall be decided by a majority of the votes cast, unless otherwise required by law or by the By-Laws. In the case of an equality of votes, the chair of the meeting shall have a casting vote. Each voting member in good standing shall have 1 vote if present in person or represented by proxy. At any meeting, unless a poll is demanded, a declaration of the chair as to the outcome of the vote shall be conclusive evidence of the fact without proof of the number or proportion of votes cast for or against the question.

- 4.11 **Demand for Secret Poll** — Any person entitled to vote at the meeting may demand a secret poll on a question. On a secret poll the question shall be decided by the votes cast by the voting members present in person or represented by proxy. The secret poll shall be conducted in such manner as the chair may determine and the result of such poll shall be deemed the decision of the members of the Congregation on the question. In the case of an equality of votes the chair shall have a casting vote.
- 4.12 **Voting by Chair** — The chair of a meeting of members shall only vote in the event that there is an equality of votes.
- 4.13 **Variation of Board Decision** — The members may by a resolution passed by a 2/3 majority of the votes cast at a special meeting of members duly called for the purpose amend, vary or reverse any decision of the Board. No act done or right acquired through or under such decision will be prejudicially affected by any such amendment, variation or reversal. Non-Jewish members shall not be eligible to vote on a resolution that amends, varies or reverses any decision of the Board on whether a specific resolution before the Congregation has at its core an issue of religious nature.
- 4.14 **Voting by Non-Jewish Members** — Non-Jewish members shall have the same voting privileges as all other members unless the Board determines that a specific resolution before the Congregation has at its core an issue of a religious nature and determines that Non-Jewish members shall not be entitled to vote on such resolution. Non-Jewish members shall not be entitled to vote on amendments to by-law provisions 1.1 (Purpose) and 1.2 (Interpretation of Judaism).

Article 5 — Board

5.1 **Membership of Board** — The Board shall be constituted as follows:

- (a) 12 directors elected pursuant to Article 8;
- (b) The members of the Executive Committee;
- (c) The president of each Constituent Organization, subject to paragraphs 5.2(b) and 5.7 hereof.

The Executive Committee shall maintain a register of the directors holding office.

5.2 **Qualification of Directors and Officers**

- (a) Each Director and Officer, whether elected, appointed or ex-officio, shall at the time of election or appointment, and throughout their term of office, be a member in good standing of the Congregation;
- (b) If a person who is a Director pursuant to paragraph 5.1(c) is less than 18 years old, then such person shall be deemed to be an honorary Director and shall be entitled to attend at and participate in all meetings of the Board but shall not vote at or be counted in the quorum at meetings.

5.3 **Powers of Board** — The affairs of the Congregation shall be directed by the Board which, except as otherwise provided in the By-Laws or by law, shall have full power and authority to establish policies of the Congregation and to manage the affairs

of the Congregation and exercise all such powers of the Congregation which are not by law or pursuant to the By-Laws required to be exercised by the members.

- 5.4 ***Directors as Leaders of the Congregation*** — The directors of the Congregation shall conduct themselves as leaders of the Congregation by attending religious services and actively participating in the various activities and functions of the Congregation, its Committees and Constituent Organizations, encouraging the active participation of other members, and welcoming new members and visitors to the Congregation.
- 5.5 ***Election of Members at Large*** — The 12 Directors referred to in paragraph 5.1(a) shall be elected by the Congregation to serve a 2-year term of office; 6 of the Directors shall be elected each year on a rotating basis. A member shall not be eligible for election as a Director for more than 2 consecutive terms. The term of office of a director shall commence on the first day of the fiscal year following the election of the director.
- 5.6 ***Filling Vacancy*** — A vacancy in the position of a director referred to in paragraph 5.1(a) may be filled, for the balance of the fiscal year during which the vacancy occurs, by the Board. If the vacancy occurs during the first year of the term of office, the vacancy in such position for the second year of the term shall be filled at the next general meeting held pursuant to paragraph 4.2.
- 5.7 ***Removal of Directors and Officers*** — A Director or Officer may be removed from office by resolution passed at a special meeting of the members duly called for that purpose. The Director or Officer shall be given notice of the meeting at which such resolution is to be considered and shall be given the opportunity to make representations at such meeting.
- 5.8 **Replacement of Director Representing Constituent Organization**
- (a) Subject to approval of the Board, a member of the Congregation designated by the Constituent Organization, other than the president thereof, may be the Director representing such Constituent Organization. The director representing a Constituent Organization who vacates the office held with such Constituent Organization shall be replaced by the Constituent Organization.
 - (b) MHarZY may designate a member of the Congregation (who is at least 18 years old) to be the director representing MHarZY while the president of MHarZY is less than 18 years old. Such director shall be replaced by MHarZY.
- 5.9 ***Indemnity*** — Every director and officer of the Congregation and his or her heirs, executors, administrators, estate trustees, and estate and effects, respectively shall from time to time and at all times be indemnified and saved harmless, out of the assets of the Congregation, from and against:
- (a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, or in the execution of the duties of his or her office; and

- (b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Article 6 — Meetings of Board

6.1 **Meetings of Directors** — The Board shall meet:

- (a) At least once in each calendar quarter according to a schedule and at locations determined by the Board; such meetings may be rescheduled by the Board;
- (b) At additional times when called by the President, the Executive Committee, or any 5 directors.

Written notice of meetings of the Board shall be given at least 10 days prior to the date of the meeting, in accordance with paragraph 15.2, except that, in the case of an emergency, notice may be given 48 hours prior to the time of the meeting by facsimile transmission or by telephone notification.

- 6.2 **Quorum** — A quorum for meetings of the Board shall be 10 members of the Board.
- 6.3 **Open Meetings** — Meetings of the Board shall be open to members of the Congregation. The Board may determine to exclude members who are not directors from part or all of any meeting for any reason.
- 6.4 **Voting** — Questions arising at any meeting of the Board shall be decided by a majority of votes cast, unless otherwise provided in the By-Laws.
- 6.5 **Voting by Chair** — The Chair of meetings of the Board shall only vote in the event that there is an equality of votes.
- 6.6 **Signed Resolution** — A resolution signed or ratified in writing by all members of the Board shall be valid and effective as if it had been passed at a meeting of the Board.

Article 7 — Executive Committee and Officers

7.1 **Officers** — The officers of the Congregation who comprise the Executive Committee are:

- (a) The President;
- (b) The Executive Vice-President during the second year of the President's term;
- (c) 6 Vice-Presidents;
- (d) The immediate past President.

7.2 **Duties of Officers** — The President shall assign duties to the officers and shall designate one of the officers as the Treasurer.

7.3 **Term of Office** — The term of office of officers shall be 2 years, commencing on the first day of the fiscal year following the general meeting electing officers.

- 7.4 **Vacancy** — A vacancy in the position of an officer (other than the immediate past President) may be filled, for the balance of the fiscal year during which the vacancy occurs, by the Board. If the vacancy occurs during the first year of the term of office, the vacancy in such position for the second year of the term shall be filled at the next general meeting held pursuant to paragraph 4.2.
- 7.5 **Consecutive** — No member shall serve for more than four consecutive terms as an officer (other than as past president).
- 7.6 **Responsibilities of President** — The President shall:
- (a) Be charged with the general management and direction of the business and affairs of the Congregation, subject to the By-Laws and the authority of the Board;
 - (b) Preside at all meetings of the Board, of the Executive Committee and of members of the Congregation;
 - (c) Deliver a report to the Congregation at the general meeting of members concerning affairs of the Congregation.
- 7.7 **Absence of President** — In the temporary absence of the President, the Executive Committee shall decide if the Executive Vice-President, when there is one serving, or another officer, shall assume and perform all the duties pertaining to the office of the President.
- 7.8 **Executive Committee** — The Executive Committee shall be charged with the general operation of the business and affairs of the Congregation, subject to the By-Laws and the authority of the Board. The Executive Committee shall meet on a regular basis and shall establish its own rules of procedure. The President shall present all matters of importance to the Executive Committee for consideration. The Executive Committee shall consider and approve the budget to be presented to the Board.
- 7.9 **Treasurer** — The Treasurer shall:
- (a) Supervise the financial affairs of the Congregation in accordance with budgets approved pursuant to the By-Laws;
 - (b) Supervise the books and records of the financial affairs of the Congregation;
 - (c) Report to the Board on the financial affairs of the Congregation on a regular basis and as otherwise requested by the Board;
 - (d) In consultation with any committee appointed for that purpose, prepare and submit a budget to the Executive Committee.

Article 8 — Election of Directors and Officers

- 8.1 ***Appointment of Nominating Committee*** — The Nominating Committee shall consist of 5 members or such greater number determined by the Board and shall be appointed no later than March 1st of each year. The Chair shall be the immediate past President unless such person is unable or unwilling to act in which case the Board shall appoint the Chair. The other members shall be nominated by the President, subject to the approval of the Board. Three members of the Nominating Committee shall constitute a quorum for the transaction of business.
- 8.2 ***Eligibility*** — A member shall not be eligible to be elected as an officer if that member has not previously held office as a director or has served as a chair of a committee pursuant to Article 10. Non-Jewish members shall not be eligible to be nominated to be elected or serve as a director or officer of the Congregation or serve as the president of a Constituent Organization.
- 8.3 ***Slate of Nominees*** — The Nominating Committee shall prepare a list of names of the members it proposes for election as directors and officers for all positions which may be elected at the general meeting of members. The Nominating Committee shall not nominate any member of the Nominating Committee. A member of the Nominating Committee may be nominated pursuant to paragraph 8.4.
- 8.4 ***Additional Nominations*** — Additional members may be proposed for election to any position to be filled at a general meeting of members by the written nomination of at least 5 members in good standing. Such nomination shall be submitted to the President at least 9 days prior to the date of the annual meeting. Notice of any such nomination shall be sent to the members at least 5 days prior to the date of such general meeting.
- 8.5 ***Voting*** — At the general meeting each member in good standing shall be entitled to vote as follows:
- (a) 1 vote for each officer's position to be filled;
 - (b) 1 vote for each director's position to be filled.
- 8.6 ***Ballots*** — The election of officers and directors shall be held by the use of a printed ballot only and shall be secret.
- 8.7 ***Election of Position*** — The candidates for the position of officer or director shall be ranked in order of the number of votes received and the positions to be filled shall be drawn from the list in such order. If no candidates other than those nominated by the Nominating Committee shall have been nominated, no ballot need be held, and the Chair of the Nominating Committee shall cast the ballot for all candidates nominated by the Nominating Committee. Such candidates shall thereupon be considered duly elected. In the event of a tie between two or more Board members or officers, there shall be a further vote for that position.
- 8.8 ***Election of Executive Vice-President*** — At a general meeting of members on or about the one-year anniversary of the election of the President, an Executive Vice-President shall be nominated by the Nominating Committee, who shall stand for election for the role of Executive Vice-President for the forthcoming fiscal year. The person nominated to be Executive Vice-President must be currently serving as an officer or Director of the Congregation, or have served as an officer or Director of the Congregation for a minimum of 2 years within the preceding 10

years from the date of the aforesaid general meeting. If no candidate other than the candidate nominated by the Nominating Committee shall have been nominated, no ballot need be held, and the Chair of the Nominating Committee shall cast the ballot for the candidate nominated by the Nominating Committee. In the event that additional members are proposed for the position of Executive Vice-President then the nomination procedure shall be pursuant to Article 8.4 and the voting procedure shall be pursuant to Articles 8.5 and 8.6.

- 8.9 ***Election of President*** — Once elected, unless the Executive Vice-President declines, in writing, to be nominated to become President, the Executive Vice-President shall be nominated by the Nominating Committee to become President at a general meeting of members on or about the one-year anniversary of the election as Executive Vice-President. If no candidate other than the Executive Vice-President is nominated to be President no ballot need be held, and the Chair of the Nominating Committee shall cast the ballot for the Executive Vice-President. In the event that additional members are proposed for the position of President then the nomination procedure shall be pursuant to Article 8.4 and the voting procedure shall be pursuant to Articles 8.5 and 8.6.
- 8.10 ***Scrutineers*** — The Chair shall appoint three members of the Congregation who are not officers or Directors and not candidates to be scrutineers of the election. Such scrutineers shall receive and count the ballots cast at the election and report the results to the Chair of the general meeting who shall immediately announce the result of such election.

Article 9 – Pulpit

- 9.1 ***Guidelines*** — The Congregation shall be guided in the selection of a Rabbi by the rules and regulations of the Rabbinical Placement Commission of the Union of American Hebrew Congregations, the Central Conference of American Rabbis, and the Hebrew Union College Jewish Institute of Religion (or the respective successors of those organizations).
- 9.2 ***Nomination by Selection Committee*** — The position of Rabbi and any other position designated by the Board shall be nominated for appointment by a Selection Committee.
- 9.3 ***Selection*** — The Selection Committee shall consist of no less than 5 members. The members and chair of the Selection Committee shall be appointed by the Board.
- 9.4 ***Approval by Board*** — The Selection Committee's recommendation shall be submitted to the Board for approval.
- 9.5 ***Senior Rabbi*** — The terms of employment of a Rabbi shall be subject to the approval of the Board. Any determination by the Board to terminate or to not renew the appointment of the Senior Rabbi or a Rabbi (other than an assistant or associate Rabbi) who has held such position for a period of at least 5 years, shall be subject to ratification by the members of the Congregation at a special meeting called for the purpose.
- 9.6 ***Attendance of Senior Rabbi at Meetings*** — The Senior Rabbi may attend all meetings of the Board, the Executive Committee and meetings of members of the

Congregation, except when requested for some special reason to be absent therefrom, but shall have no right to vote at such meeting and shall not be counted in the quorum.

- 9.7 ***Pulpit and Committees*** — The Senior Rabbi shall be an ex-officio member of all Committees except the Nominating Committee and any committee appointed with respect to the relationship of the Congregation to the Pulpit. Other senior members of the Pulpit and the Director of Education shall be ex-officio members of specific committees as designated by the Board.

Article 10 — Committees

- 10.1 ***Appointment of Committees*** — The Board may appoint committees to perform such functions, and with such terms of reference and responsibilities as the Board determines, subject to the By-Laws and applicable law. The president shall appoint the chair of each committee, subject to Board approval.
- 10.2 ***Procedures and Responsibilities*** — The operating procedures of any committee may be determined by the Executive Committee, subject to approval of the Board.
- 10.3 ***Composition of Committees and Task Forces*** — Non-Jewish members shall not be entitled to serve on the worship committee or any other newly formed committee or task force of the Congregation if the Board designates such committee as being limited in such fashion. A Non-Jewish member is permitted to chair the following committees: music, social action, functions and catering, house and fundraising or any newly formed committee as designated by the Board.

Article 10A — Legacy Funds

10A.1 The Congregation shall maintain and establish the following Legacy Funds:

- (a) the “Legacy Fund” (LF); and
- (b) the “Scheinberg Family Sustainability Fund” (SFSF).

The Board of Directors and the Legacy Funds Committee may jointly agree to establish additional Legacy Funds in the future including the purpose of each such future Legacy Fund.

10A.2 Fund Purpose

- (a) Legacy Fund
 - i. The purpose of the LF is to provide funds:
 - 1. For the maintenance of capital improvements to the physical plant of the Congregation;
 - 2. To provide financial support for both the current and future objectives, activities, and programs of the Congregation; and
 - 3. To provide assistance to the Congregation to alleviate short/medium financial pressures.

- (b) Scheinberg Family Sustainability Fund
 - i. The purpose of the SFSF is to provide funds:
 - 1. To have a long-term capital fund on which investment income is earned and where the investment income will be used to provide general financial support for future activities and programs of the Congregation; and
 - 2. For the long-term security and continuity of the Congregation.

10A.3 Legacy Funds Committee — The Legacy Funds shall be governed by the Legacy Funds Committee which will be constituted and shall operate in accordance with the provisions of this paragraph and the other provisions of this Article 10A:

- (a) The Legacy Funds Committee will consist of five (5) members of the Congregation who shall be known as the “Governors” of the Legacy Funds. The Governors will be appointed in accordance with the provisions of paragraph 10A.4;
- (b) The Treasurer shall be an ex-officio member of the Legacy Funds Committee;
- (c) The term of the position of Governor shall be three (3) years. A member may act as a Governor for only three (3) terms. After a lapse of three years following the third and any subsequent term of office, a former Governor may be re-appointed as a Governor. For purposes of determining the number of terms during which a member has acted as a Governor, the period during which such position is held by a member who has been appointed to fill a vacancy pursuant to paragraph 10A.4(f), provided that the remaining period of such position at the time of appointment is less than one (1) year; shall not be considered a term during which the member acted as a Governor; and
- (d) The Legacy Funds Committee will further the objectives of the Legacy Funds by:
 - i. Informing the members of the Congregation on a regular basis of the purpose of the Legacy Funds;
 - ii. Providing information concerning methods of contribution to the donors having regard to income tax and financial planning considerations; however, the Legacy Funds Committee will not provide income tax or financial planning advice and will advise a potential donor to obtain independent professional advice concerning such matters; and
 - iii. Arranging for potential donors to meet with professional advisors with respect to charitable giving, wills, bequests, life insurance, income tax planning methods, and related matters.

10A.4 Appointment of Governors — The Board will appoint the Governors and will designate the chair of the Legacy Funds Committee in accordance with the following provisions:

- (a) The Nominating Committee constituted pursuant to Article 8 shall prepare a list of names of the members it proposes for appointment as Governors and shall provide such list to the Board at least nine (9) days prior to the date of the General Meeting.
- (b) A member may be proposed for appointment as a Governor by the written nomination of at least five (5) members in good standing. Such nomination shall be submitted to the President at least nine (9) days prior to the date of the General Meeting. Information concerning the number of available positions to be filled by the Board and a brief description of the nomination procedure will be provided to members together with the notice of the General Meeting.
- (c) At the first meeting of the Board held following the General Meeting, the Board will appoint Governors from among the members nominated pursuant to subparagraphs (a) and (b) to fill the available positions.
- (d) The Nominating Committee and the Board will give due consideration to the experience and qualifications of the members to be appointed as Governors, having regard to the purpose of the Legacy Funds and the responsibilities and duties of the Governors.
- (e) At any time, there shall be no more than one officer of the Congregation holding the position of Governor.
- (f) A vacancy in the position of Governor may be filled by the Legacy Funds Committee, subject to the approval of the Board.
- (g) At the meeting referred to in paragraph 10A.3(c), the Board will designate one of the incumbent Governors or one of the newly appointed Governors as the chair of the Legacy Fund for a one-year term.
- (h) Removal of a Governor – A Legacy Funds “Governor” may be removed from office:
 - i. Only at the request of the majority of the remaining Legacy Funds Governors, and subject to a resolution passed at a meeting of the Board of Directors;
 - ii. The Governor in question shall be given notice of the meeting at which such resolution is to be considered and shall be given the opportunity to make representations at such meeting.

10A.5 Contributions to Legacy Funds — Contributions to the Legacy Funds shall be subject to the following provisions:

- (a) The Legacy Funds Committee will adopt written policies and procedures (subject to Board approval) concerning gifts that a potential donor proposes to contribute to the Legacy Funds with respect to:
 - i. The nature of the gift if it is in a form other than cash or debt instructions issued by a chartered bank or a government body;

- ii. Any terms or restrictions required by the donor;
 - iii. Any other matter that the Legacy Funds Committee considers to be in the best interests of the Congregation.
- (b) The Legacy Funds Committee may accept a contribution that is consistent with the policies and procedures approved by the Board. Any other contribution that a donor proposes to make to the Legacy Funds will be subject to the approval of the Board, on recommendation of the Legacy Funds Committee.

10A.6 Administration of the Funds — the Legacy Funds will be administered in accordance with the following provisions:

- (a) The Legacy Funds Committee will adopt written policies and procedures (subject to Board approval) concerning the administration of the Legacy Funds and the operation of the Legacy Funds Committee. The provisions of paragraphs 10.1 and 10.2 do not apply to the Legacy Funds Committee.
- (b) All decisions and determinations of the Legacy Funds Committee will be subject to approval by a majority vote of the governors holding such position at the time such decision or determination is made.
- (c) In order to ensure the long-term stability of the Legacy Funds, prudent investment policies shall be followed, as proposed by the Legacy Funds Committee and approved by the Board.
- (d) All funds and assets of the Legacy Funds:
 - i. Will be segregated from other assets of the Congregation, will be maintained as segregated funds and will be deposited and held in a separate bank account or accounts and in separate investments; and
 - ii. Will be reported as an *internally restricted fund* in the financial statements of the Congregation; the financial statements will also provide a summary of the information described in paragraph 10A.6 (g), with respect to the period reported in the financial statements.
- (e) Cheques drawn on a bank account of the Legacy Funds, formal documents and agreements respecting the Legacy Funds will be signed by:
 - i. One Governor (or an alternate) designated for such purpose by the Legacy Funds Committee; together with
 - ii. One officer (or an alternate) of the Congregation designated for such purpose by the Board.
- (f) The Legacy Funds Committee will arrange for the preparation of complete and accurate minutes of all its meetings and the distribution thereof to the Governors. The Legacy Funds Committee will arrange for the minutes to be available to the Board. However, the Legacy Funds Committee may require that information that is confidential or personal to a donor or potential donor be removed from the version of the minutes provided to the Board.

- (g) The Legacy Funds Committee will adopt written policies and procedures (subject to Board approval) concerning the administration of the Legacy Funds. The Legacy Funds Committee will report to the Board on a quarterly basis or as otherwise required by the Board; each report will include:
 - i. A report in the form of a balance sheet of the funds held and the manner in which the funds are invested;
 - ii. A report of receipts and disbursements of the Legacy Funds;
 - iii. Any specific uses of the funds and restrictions on the use of the funds imposed by the donors; and
 - iv. Information respecting anticipated future contributions to the Legacy Funds of which the Legacy Funds Committee is aware including bequests, life insurance policies and planning arrangements or potential donors.

10A.7 ***Distribution of the Legacy Funds*** — the Legacy Funds will be used and distributed in the following manner:

- (a) The Legacy Funds Committee will adopt written policies and procedures (subject to Board approval) concerning the use and application of the Legacy Funds (“Distribution Policy”);
- (b) The Legacy Funds Committee may authorize distributions from the Legacy Funds that comply with the Distribution Policy and with any restrictions imposed by a donor pursuant to the terms of a contribution to the Legacy Funds; and
- (c) Any other distributions from the Legacy Funds that the Legacy Funds Committee proposes to make will be subject to the approval of the Board, on recommendation of the Legacy Funds Committee.

Article 11 — Financial Matters

- 11.1 ***Budget*** — The Treasurer, in consultation with any committee appointed for such purpose, shall prepare a detailed capital and operating budget for consideration by the Executive Committee. The Executive Committee shall submit the Budget it has approved to the Board for its consideration at a meeting called for the purpose. The budget approved by the Board shall be presented to the next general meeting of members. The Executive Committee shall report to the Board at least quarterly concerning the financial position of the Congregation and any variances from the Budget approved by the Board. The Executive Committee shall not authorize any expenditures which are not provided for in a Budget approved by the Board without the approval of the Board, unless the Executive determines that the expenditure is of an urgent nature which must be made prior to the next scheduled Board meeting.
- 11.2 ***Banking Arrangements*** — The Congregation’s banking arrangements shall be conducted with such chartered banks or trust companies, pursuant to such agreements, instructions and delegations of authority, determined by the Board.
- 11.3 ***Borrowing Power*** — The Board may from time to time authorize the Congregation to borrow money on the credit of the Congregation, issue sell or pledge securities of the Congregation, and charge, mortgage, hypothecate or pledge any of the real or personal property of the Congregation, present and future, including book debts,

to secure any money borrowed or any debt, obligation or liability of the Congregation.

11.4 **Approval of Major Transactions** — The Board shall not authorize any transaction or series of related transactions:

- (a) For the borrowing of an amount exceeding 30% of the revenue of the Congregation during its most recent completed fiscal year;
- (b) Relating to the expenditure by the Congregation of an amount exceeding 30% of the revenue of the Congregation during its most recent completed fiscal year;

Unless approved by a resolution passed by a majority of the votes cast at a special meeting of members called to consider the matter. The provisions of this paragraph 11.4 shall not apply to the approval by the Board of an employment agreement.

11.5 **Fiscal Year** — The financial year of the Congregation shall end on June thirtieth in each year, unless otherwise determined by the Board.

Article 12 — Constituent Organizations

12.1 **Board Authority** — A Constituent Organization shall conform to the policies, rules, and guidelines established by the Board.

12.2 **Termination of Recognition** — The Board may by a resolution passed by 2/3 of the votes cast terminate the recognition of a Constituent Organization. The Constituent Organization shall be given one (1) months' notice of and shall be entitled to make representations at the meeting of the Board of which is called to consider the matter.

Article 13 — Rules of Order

13.1 **Robert's Rules of Order** — On any procedural matter not dealt with in the By-Laws, the person chairing the meeting shall be guided by the provisions of Robert's Rules of Order Revised, or such other manual of procedure designated by the Board.

Article 14 — Amendments

14.1 **Approval Required** — An amendment, repeal or enactment of By-Laws shall only be effective upon confirmation by a resolution passed by two-thirds of the votes cast at a special meeting of members called to consider it.

Article 15 — General Provisions

15.1 **Corporate Seal** — The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Congregation.

15.2 **Notice** — Any notice required to be given to any member or Director may be delivered, sent by facsimile transmission or electronic mail (if available to the recipient), or sent by prepaid mail. A notice which is delivered shall be deemed to be given when it is delivered to the address of the recipient; if sent by facsimile transmission or electronic mail, when it is transmitted; or if it is sent by mail, when

it is deposited in a post office or public letterbox. For the purpose of sending any notice, the address of the recipient shall be the recipient's last address as recorded in the records of the Congregation. In computing the date when notice must be given under any provision of the By-Laws requiring the giving of a specified number of days of notice, the date of giving the notice and the date of the meeting shall both be excluded.

~ ~. ~

Enacted by the Board of Directors on May 5, 1998; and confirmed by the members on June 18, 1998.

Amended by the Board of Directors on May 20, 2003. Confirmed by the members on June 19, 2003.

Amended by the Members on June 17, 2004.

Amended by the Members at the General Meeting on June 14, 2007.

Amended by the Members at the Annual Meeting on December 19, 2011.

Amended by the Members on September 21, 2014.

Amended by the Members at the General and Special Meeting on November 17, 2020

Amended by the Members at the Annual and Special Meeting on November 23, 2021